

THIRD AMENDMENT TO UNDERTAKINGS

This Third Amendment to Undertakings ("Third Amendment"), dated as of January 11, 2008, is entered into by and among PacifiCare of California ("PCC"), UnitedHealth Group Incorporated ("UnitedHealth"), PacifiCare Health Systems, LLC, formerly known as Point Acquisition, LLC ("Acquisition LLC"), and the Department of Managed Health Care ("DMHC") with reference to the following facts:

WHEREAS, PCC, UnitedHealth, Acquisition LLC and PacifiCare Health Systems, Inc. ("PHS") executed Undertakings Provided as Part of PacifiCare of California Notice of Material Modification Regarding Proposed Change in Control of Ultimate Parent Company, dated December 19, 2005 (the "DMHC Undertakings");

WHEREAS, PLHIC and UnitedHealth executed Undertakings to California Department of Insurance ("CDI"), dated December 19, 2005, in connection with the UnitedHealth Group Incorporated Form A Statement Regarding the Acquisition of Control of a Commercially Domiciled Insurer (the "CDI Undertakings");

WHEREAS, PHS has been merged into Acquisition LLC and Acquisition LLC has been renamed PacifiCare Health Systems, LLC ("PHS LLC");

WHEREAS, PCC, UnitedHealth, PHS LLC, DMHC, and CDI entered into an amendment dated May 18, 2007 (the "First Amendment"), to delete Undertaking 20(b)(2) and 20(b)(3) of the DMHC Undertakings and Undertaking 15(b)(2) and 15(b)(3) of the CDI Undertakings;

WHEREAS, PCC, UnitedHealth, PHS LLC, and DMHC entered into a second amendment dated July 1, 2007 (the "Second Amendment"), to revise Undertaking 19(b) of the DMHC Undertakings, which specified that PCC will fairly and affirmatively market and sell at least three (3) deductible HMO products in the individual and small markets by July 1, 2007 to provide that PCC agrees to launch two deductible HMO products and a third low-cost product, without a deductible, by February 1, 2008;

WHEREAS, PCC has to date fairly and affirmatively marketed and sold two (2) deductible HMO products in the small group market, but has requested to substitute an alternative low-cost HMO plan design for the small group and individual markets which will lower health plan premiums, but will be without a deductible design, because some of PCC's capitated medical groups have experienced operational difficulties with the deductible HMO product;

WHEREAS, the parties now desire to enter into this Third Amendment to clarify that PCC's commitments made in connection with Undertaking 19(b) of the DMHC Undertakings will be re-directed to launching, within a revised time frame, an alternative low-cost HMO plan design without a deductible for small group and individual markets, instead of a third deductible HMO product.

WHEREAS this Third Amendment is intended to modify only Undertaking 19(b) of the DMHC Undertakings, does not amend the CDI Undertakings, and is in addition to, and does not negate, the First Amendment,

NOW THEREFORE, the parties agree to amend the DMHC Undertakings as follows:

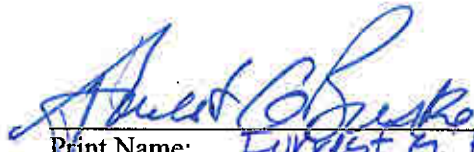
1. Revision of Undertaking 19(b) of the DMHC Undertakings. The text of Undertaking 19(b) of the DMHC Undertakings shall therefore be deleted in its entirety and replaced with the following:

"PCC agrees that it will launch at least three low cost HMO products in the individual and small group markets, including two deductible HMO products, within the time frames set forth below. The first two of these products, will include a deductible HMO design and will be launched no later than April 1, 2006 and July 1, 2007, respectively. The third of these low-cost products, without a deductible, will be launched no


later than August 1, 2008. 'Launch' shall mean fairly and affirmatively market and sell in accordance with section 1357.03 of the Act."


2. Miscellaneous.


- (a) Defined Terms. Terms utilized in this Amendment shall have the meaning set forth in the DMHC Undertakings, unless specifically defined in this Amendment.
- (b) Effect of Amendment. Except as specifically amended herein, the DMHC Undertakings shall continue as stated.


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